

EMAMI FRANK ROSS LIMITED
Reg. Off: 7, Jawaharlal Nehru Road, Kolkata -700013
Ph. No.: 2228 6042/ 0066/ 0067 Fax: 2228 5821
Website: www.frankrosspharmacy.com
CIN: L24232WB1919PLC003123

NOTICE FOR EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-Ordinary General Meeting of Emami Frank Ross Limited will be held on Saturday, the 11th March, 2017 at 11.00 A.M. at 7, Jawaharlal Nehru Road, Kolkata – 700 013 to transact the following business:

Special Business

- 1) To consider and if thought fit, to pass with or without modification, the following resolution as an Special Resolution:-

“RESOLVED THAT pursuant to Sections 13, 61(1)(a) and 64(1)(a) of the Companies Act, 2013, and the relevant rules formed thereunder and in accordance with the provisions of the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from Rs. 3,80,00,000/- divided into 38,00,000 equity shares of Rs. 10/- each, to Rs. 12,00,00,000- divided into 38,00,000 equity shares of Rs. 10/- each and 8,20,000 Non-cumulative Redeemable Preference Shares of Rs. 100/- each, (i.e. by creating 8,20,000 Non-Cumulative Redeemable Preference Shares of Rs. 100/- each).

“RESOLVED FURTHER THAT Memorandum of Association of the Company be and is hereby altered and the existing Clause V be substituted as follows:

The Authorised Share Capital of the Company is Rs. 12,00,00,000/- divided into 38,00,000 equity shares of Rs. 10/- each and 8,20,000 Non-cumulative Redeemable Preference Shares of Rs. 100/- each with power to sub-divide the shares in the Capital for the time being into several classes and/or attach hereto respectively such special rights, privileges, and conditions as may be determined by or in accordance with regulations of the Company and to vary, modify abrogate any such rights, privileges and conditions in such manner as may for the time being be provided by the regulations of the Company.”

- 2) To consider and if thought fit, to pass with or without modification, the following resolution as an Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 42, 55 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to Memorandum and Articles of Association of the Company and regulations/guidelines, if any prescribed by any relevant authorities, to the extent applicable and subject to such other approvals, sanctions, permissions as may be necessary, the approval of the Members be and is hereby accorded to authorize the Board of Directors (hereinafter referred to as “the

Board" which term shall be deemed to include any Committee thereof/ or any director duly authorized in this respect by the Board) to offer or invite subscriptions, issue and allot 7,50,000 Non-cumulative Redeemable Preference Shares of Rs. 100 each, in one or more series or tranches, aggregating upto Rs. 7,50,00,000/- on private placement basis, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.

"RESOLVED FURTHER THAT in accordance with the provisions of section 55 of the Companies Act, 2013 and Companies (Share Capital and Debentures) Rules, 2014, each Preference Shares:

- Shall carry a preferential right, vis-à-vis Equity Shares of the Company, with respect to payment of dividend and repayment in case of a winding up or repayment of capital;
- Shall be Non-Participating in the surplus fund and Non-Convertible;
- Shall be Non-participating in surplus fund and profits, on winding-up which may remain after the entire capital has been repaid;
- Shall be paid dividend on Non-Cumulative basis
- The Preference Shares will not confer a right on its shareholders to vote at the Company's General Meetings; and every such Preference Shareholder shall have the right to vote only on such resolution placed before the Company which directly affects the rights attached to his Preference Shares.
- Shall be redeemed (a) at par in accordance with section 55 of the Companies Act, 2013 read with Rules made thereunder and (b) at the option of the Company within a period of 20 years from the date of its issue

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to finalize, settle and execute such documents/ deeds / papers/ agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate all or any of the above powers to the Director(s) of the Company or any person nominated by Directors and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

3) To consider and if thought fit, to pass with or without modification, the following resolution as an Special Resolution:-

"RESOLVED THAT in suppression of earlier resolution passed and pursuant to Section 180 (1) (c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof/ or any director duly authorized in this respect by the Board) for borrowing from time to time any sum or sums of monies which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital of the

Company and its free reserves, that is to say reserves not created for any specific purpose, at any time shall not exceed the limit of Rs. 500 Crore.”

“RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to do all acts, deeds, things and to execute all documents, instruments and writings as may be required to give effect to this resolution.”

4) To consider and if thought fit, to pass with or without modification, the following resolution as an Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company and such other approvals as may be required from the relevant authorities from time to time, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board to exercise the powers conferred on the Board by this Resolution) of the Company to offer Issue and allot Redeemable Non-Convertible Debentures(NCD), in one or more series /tranches, on private placement, issuable at par aggregating up to Rs. 300 Crore (Rupees Three Hundred Crore), to such persons and on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said Debentures are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto;”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to negotiate, modify, finalise and sign the documents, including without limitation the offer letter, debenture trust deed, pledge agreement and any other documents, in connection with the NCD Issue by the Company and to do all such acts, deeds, matters and things as may be necessary or ancillary or incidental thereto and to execute all such documents as may be necessary for giving effect to the above resolution.”

5) To consider and if thought fit, to pass with or without modification, the following resolution as an Special Resolution:-

“RESOLVED THAT Pursuant to Section 186 of the Companies Act, 2013 read with the Companies (Meetings of the Board and its powers) Rules, 2014 as may be amended from time to time and in accordance with the provisions of the Articles of Association of the Company and subject to such further approvals as may be necessary and on such other term(s), condition(s), stipulation(s) and modification(s) as may be prescribed and specified while granting such approval(s) and which may be agreed by the Board of

Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to

- i. giving any loan to any person or other body corporate,
- ii. giving any guarantee or providing security in connection with a loan to any other body corporate or person and
- iii. acquiring whether by way of subscription, purchase or otherwise, the securities of any other Body Corporate

up to an amount, the aggregate outstanding of which should not exceed, at any given time, Rs. 400.00 Crore (Rupees Four Hundred Crore only) which shall be over and above the limits as specified in section 186(2) of the Companies Act, 2013 and the aggregate outstanding amount of loans / guarantees / securities given / provided hitherto.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the board of directors are hereby authorized to negotiate and decide from time to time, terms and conditions, execute necessary documents papers, agreements etc. for investments to be made, loans / guarantees to be given and securities to be provided to any person and / or any Body corporate, to do all such acts deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable, settle any question, difficulty or doubt that may arise in this regard and to delegate all or any of these powers to any committee of Directors or Managing Director or Director or any other person.”

Notes:

- 1) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under item 1 to 5 set out above are annexed hereto.
- 2) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- 3) Proxy form duly stamped and executed in order to be effective, must reach the Registered Office of the Company not less than 48 hours before the time of commencement of the Extra-Ordinary General Meeting.
- 4) Corporate Members are requested to send to the Registered Office of the Company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Extra-Ordinary General Meeting.
- 5) Members / proxy holders are requested to bring their attendance slip duly signed so as to avoid inconvenience.
- 6) The Register of Members and Share Transfer Books of the Company will remain closed from 05th March, 2017 to 11th March, 2017 (both days inclusive).

7) In terms of the requirements of the Secretarial Standards -2 on “General Meetings” issued by the Institute of the Company Secretaries of India and approved and notified by the Central Government, Route Map for the location of the aforesaid meeting is enclosed.

8) Voting through electronic means:

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Extra-Ordinary General Meeting by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):

II. The instructions for e-voting are as under:

- i. The voting period begins on Wednesday, 08th March, 2017 from 10:00 a.m. and ends on Friday, 10th March, 2017 5:00 p.m. (IST) During this period shareholders’ of the Company, holding shares, as on the cut-off date of day, 04th March, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website: <http://www.evotingindia.com/>
- iii. Click on “Shareholders” tab.
- iv. Now, select the “EMAMI FRANK ROSS LIMITED” from the drop down menu and click on “SUBMIT”.
- v. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

For members holding shares in Physical form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax
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	<p>Department</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company are requested to use the first two letters of their name and then 0's ending with Folio No. Eg. If your name is Ramesh Kumar with Folio number 1 then enter RA00000001 in the PAN Field.
DOB	Enter the Date of Birth as recorded in the company records for the said folio in dd/mm/yyyy format.
DIVIDEND BANK DETAILS	Enter the Dividend Bank Details as recorded in the company records for the said folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field.

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant "EMAMI FRANK ROSS LIMITED" on which you choose to vote.
- xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on “CLICK HERE TO PRINT” option on the Voting page.
- xviii. Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as **Corporates**.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- xx. The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company.
- xxi. The Board of Directors of the company at their meeting held on 13th February, 2017 has appointed CS Sandip Kumar Kejriwal Company Secretary in Practice (Membership No FCS 5152) whose mail id is sandipkej@yahoo.co.in as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- xxii. The members who have not casted their votes electronically, can exercise their rights at the Extra-Ordinary General Meeting through ballot form.

- xxiii. The results of voting will be announced at or after the Extra-Ordinary General Meeting of the Company to be held at 7, Jawaharlal Nehru Road, Kolkata – 700 013 on Saturday, the 11th March, 2017 at 11.00 A.M. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.frankrosspharmacy.com and on the website of CDSL www.evotingindia.com within three (3) days of passing of the resolution at the Extra-Ordinary General Meeting of the Company and the same shall also be communicated to The Calcutta Stock Exchange Limited where the shares of the Company are listed.

By order of the Board

Registered Office:
7, Jawaharlal Nehru Road
Kolkata – 700 013

Place: Kolkata
Date: 14th February, 2017

Rajendra Kumar Jatia

Managing Director
DIN: 00083054

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

At present, the Authorised Share Capital of the Company is Rs. 3,80,00,000/- (Rupees Three Crore Eighty Lac only) divided into 38,00,000 Equity Shares of Rs. 10/- each.

The Company proposes to increase the existing Authorised Share Capital of the Company to Rs. 12,00,00,000/- divided into 38,00,000 equity shares of Rs. 10/- each and 8,20,000 Non-cumulative Redeemable Preference Shares of Rs. 100/- each by creating Non-cumulative Redeemable 8,20,000 Preference Shares of Rs. 100/- each and for that purpose the Capital Clause of the Memorandum of Association of the Company is proposed to be suitably altered.

In terms of section 13 of the Companies Act 2013, consent of the Members in general meeting by passing special resolution is required for alteration of the Memorandum of Association.

Accordingly, The Board recommends the Special Resolution set forth in Item No. 1 of the accompanying Notice for approval of the Members

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 2

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribed, inter alia, under Section 42 of the Act deals with private placement of securities by a company. Sub-rule (2) of the said Rule 14 states that such offer or invitation to subscribe securities of the Company on private placement, shall be made after getting previous approval of its shareholders by means of a special resolution for each such offer/invitation.

In view of fund requirement for its business and operations, your Company proposes to offer or invite subscription for Non-cumulative Redeemable Preference Shares aggregating to Rs. 7,50,00,000/-, as may be required by the Company from time to time on private placement basis. Further, the aforesaid Preference Shares shall be issued by the Company at Par value i.e. at face value of Rs. 100 each.

Accordingly, consent of the members is sought by passing Special Resolution for issue of aforesaid Preference Shares on private placement basis:

The Statement of Disclosure required under Rule 9(3) of Companies (Share Capital and Debenture) Rules, 2014 and the terms of issue of Redeemable Preference Shares are as follows:

1	The size of the issue and the number of preference shares to be issued and nominal value of each share	7,50,000 number of Non-cumulative Redeemable Preference Shares of RS. 100 each, fully paid up, aggregating Rs. 7,50,00,000/-, to be issue at par.
2	Nature of such shares i.e., cumulative or non-cumulative, participating or non-participating, convertible or non-convertible	Non-cumulative, Non-participating and Non-Convertible
3	Objective of the issue	To meet the funds requirement of the Company for long term/short term for expansion and/or modernization of existing for future growth.
4	Manner of issue of shares	Private Placement
5	Price at which such shares are proposed to be issued	Non-cumulative Redeemable Preference Shares are issued at par at the face value of Rs. 100 each, fully paid up
6	Basis and justification on which the price has been arrived at	These Shares are proposed to be issued at face value
7	Terms of issue, including terms and rate of dividend/interest on each share, premium,	As per the terms mentioned below the table.

	etc.									
8	Terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion.	As per the terms mentioned below the table.								
9	Manner and modes of redemption	As per the terms mentioned below the table.								
10	Current Shareholding pattern of the Company	<table border="1"> <tr> <td colspan="2">Current Equity shareholding Pattern of the Company</td> </tr> <tr> <td>Name</td> <td>No. of Shares</td> </tr> <tr> <td>Promoter & Promoter Group</td> <td>1559800</td> </tr> <tr> <td>Public</td> <td>522907</td> </tr> </table>	Current Equity shareholding Pattern of the Company		Name	No. of Shares	Promoter & Promoter Group	1559800	Public	522907
Current Equity shareholding Pattern of the Company										
Name	No. of Shares									
Promoter & Promoter Group	1559800									
Public	522907									
11	Expected dilution in Equity Share Capital upon conversion of Preference Shares	Not Applicable								

The terms and conditions for issuance of Non-Cumulative Preference Shares are as follows:

- Issue Price: The preference share will be issued at face value of Rs. 100/- per share.
- Rate of dividend: As decided by Company time to time.
- Non-Cumulative: The preference shares shall be Non-Cumulative.
- Conversion: Preference Shares shall be Non-Convertible.
- Tenure: The Tenure of Preference Shares will be 20 years from the date of its issue.
- Redemption: The preference share will be redeemed at face value in accordance with provisions of section 55 of the Companies Act, 2013 read with Rules made thereunder or any amendment thereto.
- Early redemption: The issuer will have an option to redeem the preference shares at any time within 20 years from the date of its issue.
- Priority with respect to payment of dividend or repayment of capital: The preference shares will carry a preferential right vis-à-vis equity shares of the Company with respect to the payment of dividend and repayment of capital during winding up.
- Participation in surplus funds: The Preference Shares shall be Non-Participating in the surplus funds and profit on winding up.
- Transferability: The Preference Shares shall be Non-transferable.
- Voting rights: The preference shares will not confer a right on its shareholders to vote at the Company's General meetings; and every such Preference Shareholder shall have the right to vote only on such resolution placed before the Company which directly affects the rights attached to his preference shares.

Accordingly, The Board recommends the Special Resolution set forth in Item No. 2 of the accompanying Notice for approval of the Members

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item no. 3

As per section 180 (1) (c) of the Companies Act 2013, the Board of Directors of the Company cannot, except with the consent of the members in a general meeting by way of Special Resolution, borrow monies, apart from temporary loan obtained from the company's banker in ordinary course of business, in excess of the aggregate of the paid up share capital and its reserves of the company that is to say reserves not apart for any specific purpose. To meet the business expansion it is necessary to enhance the present borrowing limit up to Rs. 500 Crore.

Accordingly, The Board recommends the Special Resolution set forth in Item No. 3 of the accompanying Notice for approval of the Members

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item no. 4

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribed under Section 42 and other applicable provisions, if any, of the Companies Act, 2013 of the Act deals with private placement of securities by a company. Sub-rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe for Non-Convertible Debentures on private placement, the company shall obtain previous approval of its members by means of a Special Resolution only once in a year for all the offers or invitations for such Debentures during the year.

In order to augment long term resources for financing, inter alia, for the strategic business expansion in future and for general corporate purposes, the Board, which term shall include any Committee constituted by the Board, may at an appropriate time, offer or invite subscription for Non- Convertible Debentures, in one or more series / tranches on private placement, issuable / redeemable at par.

Accordingly, The Board recommends the Special Resolution set forth in Item No. 4 of the accompanying Notice for approval of the Members

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item no. 5

To make investments, provide loans, guarantees and securities beyond the prescribed limits In terms of Section 186 of the Companies Act, 2013, no company shall directly or indirectly, (a) make any loan to any other body corporate / Companies; (b) give any guarantee, or provide security, in connection with a loan made by any other person to, or to any other person by, any Body corporate; and (c) acquire, by way of subscription, purchase or

otherwise the securities of any other body corporate, exceeding sixty per cent of its paid-up capital and free reserves, or one hundred per cent of its free reserves, whichever is more, unless authorised by a Special Resolution passed in a General Meeting of the shareholders of the Company.

Accordingly, The Board recommends the Special Resolution set forth in Item No. 5 of the accompanying Notice for approval of the Members

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.